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Jan 31 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000053049 (8)

1. Corporation Name
RETAIL INNOVATIONS, INC.



Principal Place of Business
730 WEST MCNAB
FT. LAUDERDALE FL 33309

Mailing Address
730 WEST MCNAB
FT. LAUDERDALE FL 33309-2150

3. Date Incorporated or Qualified 06/21/1996	3a. Date of Last Report
4. FEI Number 65-0680136	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

BRADY, GERALD J
730 WEST MCNAB ROAD
FT. LAUDERDALE FL 33309

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D NAME CURTIS, GERALD STREET ADDRESS 730 WEST MCNAB CITY-ST-ZIP FT. LAUDERDALE FL 33309	<input checked="" type="checkbox"/> DELETE	1.1 TITLE DIRECTOR/PRESIDENT/CEO 1.2 NAME J. LEON ELLMAN 1.3 STREET ADDRESS 730 W. MCNAB ROAD 1.4 CITY-ST-ZIP FT. LAUDERDALE, FL 33063	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE D NAME FOSTER, MICHAEL STREET ADDRESS 730 WEST MCNAB CITY-ST-ZIP FT. LAUDERDALE FL 33309	<input checked="" type="checkbox"/> DELETE	2.1 TITLE VP 2.2 NAME ANTHONY A. DUANY 2.3 STREET ADDRESS 730 W. MCNAB ROAD 2.4 CITY-ST-ZIP FT. LAUDERDALE, FL 33063	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE VP/TREASURER 3.2 NAME Gerald J. BRADY 3.3 STREET ADDRESS 730 W. MCNAB ROAD 3.4 CITY-ST-ZIP FT. LAUDERDALE, FL 33063	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE VP/SECRETARY 4.2 NAME ARTHUR J. BERK 4.3 STREET ADDRESS 730 W. MCNAB ROAD 4.4 CITY-ST-ZIP FT. LAUDERDALE, FL 33063	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE VP 5.2 NAME NEIL ELLMAN 5.3 STREET ADDRESS 730 W. MCNAB ROAD 5.4 CITY-ST-ZIP FT. LAUDERDALE, FL 33063	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ DATE: 1-24-97 (954) 977-3094
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR